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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 20, 2002

RECORDATION NO. 20895 - X FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

AUG 21 '02 9-20 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary document: Bill of Sale and Partial Release, dated July 30, 2002.

The enclosed document relates to the Equipment Lease and Trust Indenture (GARC No. 97-1) and secondary documents related thereto which were previously filed with the Board under Recordation Number 20895.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company
Of Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 02110

Indenture Trustee: Bank One Trust Company
One First National Plaza
Chicago, Illinois 60670

Mr. Vernon A. Williams
August 20, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

6 railcars GACX 006371, 006325, 006717, 06370, 006700 and GPLX 075576

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 20895-K FILED

AUG 21 '02 9-20 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as the Units (see Attachment A) "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Bank One Trust Company, NA, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: July 30, 2002

State Street Bank and Trust Company of
Connecticut N.A., not in its individual
capacity, but solely as Owner Trustee

By: 
Title: VICE PRESIDENT

Bank One Trust Company, NA, not in its
individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as the Units (see Attachment A) "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Bank One Trust Company, NA, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: July 30, 2002

State Street Bank and Trust Company of
Connecticut N.A., not in its individual
capacity, but solely as Owner Trustee

By: _____
Title: _____

Bank One Trust Company, NA, not in its
individual capacity, but solely as Indenture Trustee

By: 
Title: VICE PRESIDENT

State of Massachusetts)
) SS:
County of Suffolk)

On the 1st day of August, 2002, before me personally appeared ALISON D.B. NADEAU to me known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine E. Sampson
Notary Public

[Notarial Seal]

My commission expires:

Christine E. Sampson
Notary Public
My Commission Expires March 28, 2008

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the ____ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, say that he/she is a _____ of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 2nd day of August, 2002, before me personally appeared **STEVEN E. CHARLES**, to me known, who being by me duly sworn, says that he/she is a Vice President of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

“OFFICIAL SEAL”
Caesar Frank Castro
Notary Public, State of Illinois
Cook County
My Commission Expires June 6, 2005

Attachment A

Car Type	DOT Class	Car Marking
C114	HOPPER 110	GACX 006371
C114	HOPPER 110	GACX 006325
C114	HOPPER 110	GACX 006717
C114	HOPPER 110	GACX 006370
C114	HOPPER 110	GACX 006700
C214	POLYFLO CV 110	GPLX 075576